

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Impact Development Group Inc. (formerly Yubba Capital Corp.) (the “**Company**”)  
2131 Lawrence Avenue East, Suite 207  
Toronto, Ontario M5H 2V1

**Item 2. Date of Material Change**

November 30, 2023.

**Item 3. News Release**

A news release disseminated on December 01, 2023, via Newsfile Report and filed on SEDAR+, a copy of which is attached hereto as Schedule “A”.

**Item 4. Summary of Material Change**

On December 01, 2023, the Company announced that it has closed its previously announced qualifying transaction (the “**Transaction**”) and changed its name to “Impact Development Group Inc.”.

The Shares are expected to resume trading on the TSX Venture Exchange (the “**TSX-V**”) as a Tier 2 Real Estate Issuer under the ticker symbol “IMPT” on or around December 7, 2023, subject to the TSX-V issuing its final exchange bulletin confirming completion of the Transaction and its approval thereof.

The Transaction was effected pursuant to a share exchange whereby the Company issued its Shares to shareholders of Impact Housing Corporation, incorporated in the Bahamas, in exchange for all of the shares of its wholly owned subsidiary, Impact Housing Corporation, incorporated in Panama.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The material change is described in the news release attached hereto.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Senior Officer**

For additional information with respect to this material change, the following person may be contacted:

Tom Wenz, Director and CEO  
Phone: + 1 (406) 370-2603  
Email: [twenz@ihcpanama.com](mailto:twenz@ihcpanama.com)

**Item 9.**

**Date of Report**

December 11, 2023

**Schedule "A"**  
*(see attached)*

## **Impact Development Group Inc. (Formerly Yubba Capital Corp.) Announces Closing of Qualifying Transaction with Impact Housing Corporation**

**Toronto, ON – December 1, 2023** – Impact Development Group Inc. (formerly Yubba Capital Corp.) (the “**Company**”) (TSX-V: **YUB.P**) is pleased to announce that, further to its news releases dated December 1, 2022, April 20, 2023 and October 19, 2023, it has closed its previously announced qualifying transaction (the “**Transaction**”) and changed its name to “Impact Development Group Inc.”. In connection with the Transaction, the Company also completed a consolidation of its common shares (the “**Shares**”) on the basis of one post-consolidation Share for every 26.0903 pre-consolidation Shares (the “**Consolidation**”). Following the Consolidation, there were 200,072 Shares of the Company issued and outstanding.

The Shares are expected to resume trading on the TSX Venture Exchange (the “**TSX-V**”) as a Tier 2 Real Estate Issuer under the ticker symbol “**IMPT**” on or around December 7, 2023, subject to the TSX-V issuing its final exchange bulletin confirming completion of the Transaction and its approval thereof.

The Transaction was effected pursuant to a share exchange whereby the Company issued its Shares to shareholders of Impact Housing Corporation (“**IHC**”), incorporated in the Bahamas, in exchange for all of the shares of its wholly owned subsidiary, Impact Housing Corporation, incorporated in Panama (“**IHC Panama**”).

Complete details of the terms of the Transaction are set out in the prospectus dated October 16, 2023 (the “**Prospectus**”) available on the Resulting Issuer’s profile at [www.sedarplus.com](http://www.sedarplus.com).

Investors are cautioned that, except as disclosed in the Prospectus, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading the securities of the Resulting Issuer should be considered highly speculative.

### *Concurrent Financing*

In connection with the Transaction, IHC completed an issuance of convertible notes in the amount of US\$5,823,118 (the “**Concurrent Financing**”). The convertible notes issued in the Concurrent Financing converted into 1,608,596 units of IHC (each, a “**Unit**”) at a price of US\$3.62 per Unit. Each Unit is comprised of one common share in the capital of IHC (a “**IHC Share**”) and one IHC Share purchase warrant (an “**IHC Warrant**”), and each IHC Warrant is exercisable for one IHC Share at an exercise price of US\$3.62 until November 30, 2026. The IHC Shares and IHC Warrants were immediately exchanged for the Company’s securities upon completion of the Transaction.

### *The Transaction*

In accordance with the terms of the share exchange agreement dated April 14, 2022, as amended (the “**Amalgamation Agreement**”) among the Company, IHC and IHC Panama, and immediately before the completion of the Share Exchange (as defined below), US\$7,191,720 principal amount of outstanding debentures of IHC (“**IHC Debentures**”) automatically converted into 1,997,700 IHC Shares at US\$3.62 per IHC Share in accordance with the terms of the IHC Debentures. Additionally, outstanding debts of IHC valued at \$36,936,846 were converted into 10,260,235 IHC Shares at US\$3.62 in accordance with debt conversion agreements with IHC’s lenders (the “**Debt Conversion**”).

After the completion of the conversion of the IHC Debentures and Debt Conversion, and before the Share Exchange and the completion of the Concurrent Financing, there were an aggregate of 12,313,252 IHC Shares issued and outstanding.

The IHC Panama is now a wholly-owned subsidiary of the Company (the “**Resulting Issuer**”) and the outstanding securities of IHC were exchanged for securities of the Resulting Issuer at a ratio of one for one immediately before the completion of the Transaction (the “**Share Exchange**”). In addition, the Company issued 20,007 Resulting Issuer Shares (the “**Finder’s Shares**”) to Josh Lebovic for the introduction of IHC to the Company.

### *Outstanding Share Capital and Escrow*

As a result of the Transaction, there are an aggregate of 14,141,927 Resulting Issuer Shares issued and outstanding, of which the previous shareholders of the Company hold approximately 1.41% and shareholders of IHC hold approximately 98.59%, respectively. IHC shareholders representing an aggregate of 10,824,434 Resulting Issuer Shares and 1,608,596 warrants to purchase Resulting Issuer Shares are subject to Tier 2 Value Escrow Agreements under the rules of the TSX-V. In addition, the 20,007 Finder’s Shares are subject to four month hold period ending on March 31, 2024 in accordance with applicable securities laws.

### *New Board and Management*

Upon completion of the Transaction, all directors and officers of the Company have resigned and were replaced by the following nominees of IHC: (a) Thomas Wenz - Chief Executive Officer & Director; (b) Swapan Kakumanu - Chief Financial Officer; (c) Delia Jaramillo - Chief Operating Officer; (d) Joshua Lebovic - Director; (e) Raymond D. Harari - Director; (f) Sophie Galper-Komet - Director; and (g) Oscar Hilt Tatum IV - Director.

### *Early Warning Report – Dale Wood*

Dale Wood announces his intention to file an early warning report in accordance with Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids and National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issuers* for securities of the Resulting Issuer.

Mr. Wood intends to file an early warning report in connection with the acquisition of 3,885,487 Resulting Issuer Shares through Dale Ventures PTE Ltd., and 4,369,644 Resulting Issuer Shares through Dale Ventures FZE, in connection with the Qualifying Transaction. Dale Wood is not involved in the management of the Resulting Issuer.

Immediately prior to the closing of the Qualifying Transaction, Mr. Wood did not, directly or indirectly, hold any shares of the Company. Immediately following the closing of the Qualifying Transaction, Dale Wood holds, directly or indirectly, an aggregate of 8,255,131 Resulting Issuer Shares (representing approximately 58.37% of the issued and outstanding Resulting Issuer Shares).

The Resulting Issuer Shares held by Mr. Wood, directly or indirectly, are subject to an applicable TSX-V escrow release schedule, as more particularly described in the Prospectus.

In accordance with applicable securities laws, Mr. Wood may, from time to time and at any time, acquire additional Resulting Issuer Shares and/or other equity, debt or other securities or instruments (collectively, “**Securities**”) of the Resulting Issuer in the open market or otherwise, and reserves the right to dispose of any or all of his Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Resulting Issuer and other relevant factors, subject to applicable escrow restrictions. A copy of the early warning report will be filed by Dale Wood in connection with the Transaction and will be available on SEDAR+ under the Resulting Issuer’s profile.

### *Early Warning Report – Oscar Hilt Tatum IV*

Oscar Hilt Tatum IV announces his intention to file an early warning report in accordance with Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids and National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issuers* for securities of the Resulting Issuer.

Mr. Tatum intends to file an early warning report in connection with the acquisition of 2,549,296 Resulting Issuer Shares. Mr. Tatum is a director of the Resulting Issuer.

Immediately prior to the closing of the Qualifying Transaction, Mr. Tatum did not, directly or indirectly, hold any shares of the Company. Immediately following the closing of the Qualifying Transaction, Mr. Tatum holds, directly or indirectly, an aggregate of 2,549,296 Resulting Issuer Shares (representing approximately 18.03% of the issued and outstanding Resulting Issuer Shares).

The Resulting Issuer Shares held by Mr. Tatum, directly or indirectly, are subject to an applicable TSX-V escrow release schedule, as more particularly described in the Prospectus.

In accordance with applicable securities laws, Mr. Tatum may, from time to time and at any time, acquire additional Securities of the Resulting Issuer in the open market or otherwise, and reserves the right to dispose of any or all of his Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Resulting Issuer and other relevant factors, subject to applicable escrow restrictions. A copy of the early warning report will be filed by Oscar Hilt Tatum IV in connection with the Transaction and will be available on SEDAR+ under the Resulting Issuer’s profile.

### *Additional Details*

**This news release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.**

The TSX-V has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

### *About IHC and IHC Panama*

Impact Development Group is a Panamanian based real estate developer that provides affordable housing solutions to Panama’s growing middle-class supported by a longstanding subsidized government program. The vision of IHC Panama is effectuated by a vertically integrated model which coordinates all services necessary to develop high-quality residential and commercial buildings, including land acquisition, financing, architectural, engineering, off-site manufacturing, general contracting, property management, and administration.

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture***

***Exchange) accepts responsibility for the adequacy or accuracy of this release.***

For further information, please contact:

Tom Wenz, Director and CEO  
Phone: + 1 (406) 370-2603  
Email: [twenz@ihcpanama.com](mailto:twenz@ihcpanama.com)

### **Forward-Looking Information**

*The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward-looking statements, including statements with respect to resumption of trading in the common shares of the Company and information related to the business plan of the Resulting Issuer upon completion of the Transaction.*

*Such statements and information reflect the current view of the Resulting Issuer. Risks and uncertainties exist that may cause actual results to differ materially from those indicated or implied in the forward-looking statements and information. Such factors include, among others: the risk that the Transaction is not approved by the TSX-V; the limited business history of IHC; reliance on key management; risks related to IHC's growth strategy, including that previous and future acquisitions do not meet expectations or potential acquisitions cannot be completed; dependence on and availability of third party financing; the business of IHC is subject to broader economic factors; disruptions or changes in the credit or security markets; financial results of IHC's operations; unanticipated costs and expenses; and general market and industry conditions.*

*The forward-looking statements, while considered reasonable by the Resulting Issuer, are inherently based upon assumptions that are subject to significant risks and uncertainties, including, but not limited to, the Transaction will be approved by the TSX-V and the Resulting Issuer will be able to carry out its business plan as contemplated. Although the Resulting Issuer believes that the expectations reflected in forward-looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct.*

*The forward-looking information contained in this press release represents the expectations of the Resulting Issuer as of the date of this press release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the Resulting Issuer may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.*

***NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES***